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RECORDATION NO. 24141-C FILED

SEP 30 02 4-40 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

September 30, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: MARTA (2002-1)

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Sublease Supplement (2002-1), dated as of September 27, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Sublease Agreement (2002-1) which is being filed with the Board under Recordation Number _____.

The names and addresses of the parties to the enclosed document are:

Sublessor: MARTA Rail Statutory Trust 2002-1
c/o Wilmington Trust Company, Trustee
1100 North Market Street
Wilmington, Delaware 19801

Sublessee: Metropolitan Atlanta Rapid Transit Authority
2424 Piedmont Road, N.E.
Atlanta, Georgia 30324-3330

Mr. Vernon A. Williams
September 30, 2002
Page Two

A description of the railroad equipment covered by the enclosed document is:

20 railcars bearing MARTA reporting marks and road numbers 629 – 648

A short summary of the document to appear in the index is:

Memorandum of Sublease Supplement (2002-1)

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,


Robert W. Alvord

RWA/anr
Enclosures

MEMORANDUM OF SUBLEASE SUPPLEMENT
(2002-1)

This Memorandum of Sublease Supplement is made and entered into as of September 27, 2002, by and between WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as trustee on behalf of MARTA Rail Statutory Trust 2002-1 (hereinafter referred to as "Sublessor") and METROPOLITAN ATLANTA RAPID TRANSIT AUTHORITY (hereinafter referred to as "Sublessee") and respecting that certain Head Sublease Supplement No. 1 (2002-1) dated as of September 27, 2002, between Sublessor and Sublessee (the "Sublease Supplement No. 1").

Pursuant to the provisions of the Sublease Supplement No. 1, Sublessor and Sublessee hereby affirm and acknowledge that:

1. For good and valuable consideration, Sublessor has agreed to lease to the Sublessee and the Sublessee has agreed to lease from the Sublessor certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto, effective as of the date hereof and subject to the terms defined in the Sublease Supplement No. 1.
2. Sublessor and Sublessee further acknowledge and affirm that this Memorandum of Sublease Supplement is not a summary of the Sublease Supplement No. 1 nor a complete recitation of the terms and provisions thereof. Accordingly, Sublessor and Sublessee hereby agree that in the event of a conflict between this Memorandum of Sublease Supplement and the provisions of the Sublease Supplement No. 1, the provisions of the Sublease Supplement No. 1 shall control.
3. This Memorandum of Sublease Supplement is prepared only for the public record and is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a).

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RECORDATION NO. 24141-C FILED

SEP 30 '02 4-40 PM

SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum of Sublease Supplement to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first above written.

SUBLESSOR:

SUBLESSEE:

MARTA RAIL STATUTORY TRUST
2002-1

METROPOLITAN ATLANTA
RAPID TRANSIT AUTHORITY

By: Wilmington Trust Company,
not in its individual capacity, but
solely as Trustee

By: _____

By: _____

Name: _____

Name: _____

Title: _____

Title: _____

STATE OF DELAWARE)
) SS:
COUNTY OF NEW CASTLE)

On this _____ of September, 2002, before me personally appeared _____, to me personally known, who being duly sworn, stated that he/she is _____ of WILMINGTON TRUST COMPANY, that said instrument was signed on behalf of said corporation, not in its individual capacity, but solely as trustee on behalf of MARTA Rail Statutory Trust 2002-1 by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My Commission Expires

STATE OF _____)
) SS:
COUNTY OF _____)

On this _____ of September, 2002, before me personally appeared _____, to me personally known, who being duly sworn, stated that he/she is _____ of METROPOLITAN ATLANTA RAPID TRANSIT AUTHORITY, that said instrument was signed on behalf of said corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My Commission Expires

EXHIBIT A

UNITS

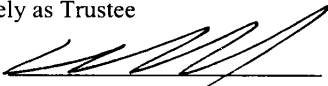
Railcar	Manufacturer	Car Number
CQ312	Breda	629
CQ312	Breda	630
CQ312	Breda	631
CQ312	Breda	632
CQ312	Breda	633
CQ312	Breda	634
CQ312	Breda	635
CQ312	Breda	636
CQ312	Breda	637
CQ312	Breda	638
CQ312	Breda	639
CQ312	Breda	640
CQ312	Breda	641
CQ312	Breda	642
CQ312	Breda	643
CQ312	Breda	644
CQ312	Breda	645
CQ312	Breda	646
CQ312	Breda	647
CQ312	Breda	648

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum of Sublease Supplement to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first above written.

SUBLESSOR:

MARTA RAIL STATUTORY TRUST
2002-1

By: Wilmington Trust Company,
not in its individual capacity, but
solely as Trustee

By:  _____

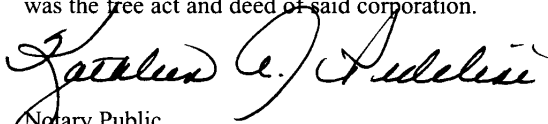
Name: _____

W. Chris Sponenberg

Title: **Vice President** _____

STATE OF DELAWARE)
) SS:
COUNTY OF NEW CASTLE)

On this 20th of September, 2002, before me personally appeared
W. Chris Sponenberg, to me personally known, who being duly
sworn, stated that he/she is resident of WILMINGTON TRUST
COMPANY, that said instrument was signed on behalf of said corporation, not in its individual
capacity, but solely as trustee on behalf of MARTA Rail Statutory Trust 2002-1 by authority of
its board of directors, and he/she acknowledged that the execution of the foregoing instrument
was the free act and deed of said corporation.


Notary Public

My Commission Expires


NOTARY PUBLIC-DELAWARE
My Commission Expires Oct. 31, 2002

SUBLESSEE:

METROPOLITAN ATLANTA
RAPID TRANSIT AUTHORITY

By: 

Name: Richard P. Marsh

Title: Manager of Financial Planning and Analysis

STATE OF Georgia)
)
COUNTY OF Fulton)

SS:

On this 23rd of September, 2002, before me personally appeared
Richard P. Marsh, to me personally known, who being duly sworn, stated
that he/she is Mgr. of Financial Planning/Analysis of METROPOLITAN ATLANTA
RAPID TRANSIT AUTHORITY, that said instrument was signed on behalf of said
corporation by authority of its board of directors, and he/she acknowledged that the
execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My Commission Expires

**LINDA B. MORGAN
NOTARY PUBLIC, FULTON COUNTY, GEORGIA
MY COMMISSION EXPIRES SEPTEMBER 20, 2004**